



0000158019

RECEIVED

Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007

2014 NOV 14 A 9:53

ORIGINAL

November 10, 2014

AZ CORP COMMISSION  
DOCKET CONTROL

Re: Docket No. S-20844A-12-0122

Re: SEED Corporation: Randall D. Simonson and Marilyn J. Simonson

We are requesting the Corporation Commission to grant a re-hearing of this order. We were sent notice of the hearing and appeared on November 5, 2014 at 10:00 am. You had already voted before the open session. We had not received a copy of the ALJ recommendation and opinions order written on October 20, 2014 prior to this notice. We were given a copy after we left the courtroom on November 5, 2014.

Referring to a filing on February 19, 2013 we requested of the Honorable Marc Stern and his staff to follow through with the necessary information. (1) With regard to the filings for SEED Corporation (2) with regard to getting copies of the filings that we had paid for referencing pages 26 and 27 of the bill from Fennemore Craig dated December 14, 2007 and (3) regarding speaking to witnesses Shields Fair (Alter Air Corp) and Robert Pasonek (Fennemore Craig). If these items had been answered we would not be here today.

SEED Corp had been working with Fennemore Craig for approximately three months prior to the arrest of the Rehbergs. Fennemore Craig was interested in getting funding for our project through their green building program. Hence their interest in resolving any issues with Rehbergs.

Attached is a copy of the paid \$75,000.00 bill from Fennemore Craig to remedy any issues SEED Corp would have had with the Corporation Commission and the shareholders. We were cleared by the Mesa Police Department, the FBI, and Fennemore Craig and told that we could continue with our company after being frozen for approximately 80 days. We tried to continue but the banks were crashing, no one was making loans, and we were forced to close as so many other businesses did also.

We would respectfully appreciate the courtesy of the Commission hearing our position. We would like to reinstate SEED Corporation and work to continue to pursue the building of sustainable energy efficient storage units as the economy seems to be cycling to a more positive position. It may be possible to get a standard 30 year mortgage to finance construction and pay back the shareholders.

Thank you.

Respectfully submitted,

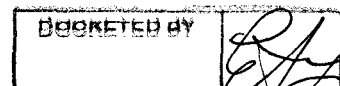
SEED Corporation

Randall D. Simonson and Marilyn J. Simonson  
10239 E Happy Valley Road Scottsdale, Arizona 85255  
602-531-5211 rmsimonson@hotmail.com

Arizona Corporation Commission

DOCKETED

NOV 14 2014



RECEIVED

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

2013 FEB 19 A 9:28

GARY PIERCE - Chairman  
BOB STUMP  
SANDRA D. KENNEDY  
PAUL NEWMAN  
BRENDA BURNS

AL CORP COMMISSION  
DOCKET CONTROL

In the matter of:

DOCKET NO. S-20844A-12-0122

SEED CORPORATION, an Arizona  
Corporation dissolved by administrative  
action;

RANDALL DUANE SIMONSON and  
MARILYN J. SIMONSON, husband and  
wife; and

KARL HENRY REHBERG AKA SHAWN  
PIERCE, and HELEN REHBERG AKA  
LISA PIERCE, husband and wife;

Respondents.



AZ Corporation Commission  
Docket # S-20844A-12-0122

19 February 2013

The Simonsons are requesting the Honorable Marc Stern to have the Securities Division provide the following items to the Simonsons for the Hearing date of 20 February 2013:

1. The SEED files as originally provided by the Simonsons and the Simonsons will return the box of copies provided by the Securities Division (exchange).
2. We request copies of Simonsons deposition during the meetings with the Securities Division and copies of any witness depositions (audio and printed).
3. Why has the State not called the following witnesses:

Shields Fair (Alter Air worked with Rehbergs for four years prior to introducing them to the Simonsons and is aware of all history of SEED's involvement)

Robert Pasioneck, esq. (Fennemore Craig as having full knowledge of SEED's involvement and history with the Rehbergs)

4. We request a list of expenses from the Arizona Corporate Commission Securities Division expenses: Steven Briggs, private investigators and any others involved in the SEED case.
5. It is requested that the Arizona Corporation Commission get a copy of the sequential events and participation that Fennemore Craig provided to SEED with special attention to pages 26 and 27 of their billing dated 11-27-07. "Jennifer Mammano (paralegal) prepare Form D for submission to California and Arizona Securities Authorities".



Note: The Simonsons have given their best effort to protect the SEED Inc shareholders during these tough times: the FBI cleared SEED Inc to continue, the Mesa Police Department cleared SEED Inc to continue, and Fennemore Craig cleared SEED Inc to continue after having filed all legal documents.

The Simonsons are requesting a letter from the Securities Division stating that they are cleared of any wrong doing and they are released from any further action. "Presiding Administrative Law Judge may rescind ...or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at hearing."

Respectfully submitted,

Randall and Marilyn Simonson  
602-531-5211  
10239 E Happy Valley Rd  
Scottsdale AZ 85255



SEED CORPORATION  
12/14/07  
Page 26

Client: 22796  
Matter: 001  
Invoice: 596291

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	Mrs. Simonson and R. Pasioneck regarding identity of rescinding investors; prepare list of rescinding investors along with values of shares held; review investment election forms received from investors; prepare Form D for filing with the Securities and Exchange Commission.		
11/13/07	Robert Pasioneck: Prepare email to Mr. and Mrs. Simonson and Stu Keller outlining issues I recommend be included in the in the Private Placement Memorandum ("PPM") which the clients do not want included; telephone conference with M. Simonson and J. Mammano re: PPM; office conference with P. Krulisky and J. Mammano regarding same.	1.00	400.00
11/13/07	Paul A. Krulisky: Work on Private Placement Memorandum.	1.40	462.00
11/14/07	Jennifer Mammano: Prepare amendment to articles of organization of Fiesta Mesa Self Storage to change membership from Mr. and Mrs. Simonson to SEED Corporation.	0.40	84.00
11/15/07	Jennifer Mammano: Review rescission letters received from investors; correspondence with Mr. and Mrs. Simonson regarding same.	0.30	63.00
11/15/07	Robert Pasioneck: Telephone conference with Steve Layfield, a representative for First Community Bank, the custodian for Dr. Charles Payne regarding questions concerning rescission and Exhibit B of Private Placement Memorandum; email J. Mammano of Dr. Payne's decision to exercise his right to rescind; review email from Frank and Helen Reisinger regarding their decision to exercise their right to rescind investment of \$25,500 for a total of 6,000 shares and forward same to J.	0.40	160.00

\*\*\*continued on next page\*\*\*

FENNEMORE CRAIG



SEED CORPORATION  
12/14/07  
Page 27

Client: 22796  
Matter: 001  
Invoice: 596291

DATE	PROFESSIONAL SERVICES	HOURS	AMOUNT
	Mammano for review; left 2 messages for Tim Hennessey; telephone conversation with Tim Hennessey regarding the meeting which took place last Sunday which was quite negative and the more positive meeting which took place this past Tuesday; office conference with J. Mammano and H. Johnson regarding research on an independent trustee for a self directed IRA for SEED investor Tom Roche.		
11/19/07	Jennifer Mammano: Review investor rescissions received; correspondence with Mr. and Mrs. Simonson regarding same.	0.20	42.00
11/21/07	Jennifer Mammano: Correspondence with Mr. and Mrs. Simonson regarding investor elections; review schedule of investor communications.	0.60	126.00
11/26/07	Jennifer Mammano: Review investor elections received; correspondence with Mr. and Mrs. Simonson regarding same.	0.30	63.00
11/27/07	Jennifer Mammano: Prepare Form D for submission to the SEC and California and Arizona securities authorities.	0.90	189.00
11/28/07	Jennifer Mammano: Review investment election; correspondence with Mr. and Mrs. Simonson regarding same.	0.10	21.00
11/29/07	Jennifer Mammano: Office conference with P. Krulisky regarding status of offering; assist with interactions with investor Ms. Roche.	0.30	63.00
11/30/07	Jennifer Mammano: Phone conference with Mr. Hennessey regarding completion of paperwork; review investor elections submitted by Mr. and Mrs. Roche and Mr. Reed; correspondence with Mr. and Mrs. Simonson regarding same.	0.40	84.00

\*\*\*continued on next page\*\*\*

FENNEMORE CRAIG



Date: October 18, 2011

Wells Fargo PhotoCopy  
Request

Page 2 of 5

Reference: 1000205033365:1000205033365:1000205021363

SEED Corporation  
4049 E. Presidio St #101  
Mesa AZ 85215  
480-374-7428

#1  
01-627/1221

22 August 2007 DATE

PAY TO THE ORDER OF Fennimore Craig PC \$ 75,000.00  
Seventy five thousand dollars & no cent DOLLARS

FOR retainer fee Marilyn J. Simonson

122105278 4421

ENDORSE HERE:

X  
PAY TO THE ORDER OF  
WELLS FARGO BANK ARIZONA, N.A.  
FOR DEPOSIT ONLY  
FENNIMORE CRAIG TRUST ACCT.  
1001

DO NOT SIGN/WRITE/STAMP BELOW THIS LINE

The following security features (and others not listed) exceed industry standards:

Security Features  
Security Screen  
Microprint Signature Line  
Chemical Sensitivity  
Protect Icon

Document appearance if altered:  
• Absence or modification of "Original Document" screen on back of check  
• Absence of signature line  
• Colored tinting or spots appear with  
• Absence of protect icon

R/T Number 12210527  
Sequence Number 7134520419  
Account Number 4421

Processing Date 20070823  
Amount 75000.00  
Check Number -

ACC003416  
FILE #8228



Reference: 1000205033365:1000205033365:1000205021363

SEED Corporation  
4049 E. Presidio St #101  
Mesa, AZ 85215  
480-374-7428

#2  
01-5271221

21 August 2007 DATE

PAY TO THE ORDER OF Tennemore Craig PC \$ 5,000  
Five thousand dollars no cent DOLLARS

FOR retainer for Allen Riv. Margaret J. Simonson

Wells Fargo Bank, N.A.  
Atlanta  
wellsfargo.com

01221052781 44211

ENDORSE HERE:

X

PAY TO THE ORDER OF  
WELLS FARGO BANK ARIZONA, N.A.  
FOR DEPOSIT ONLY  
FENNERMORE CRAIG TRUST ACCT.  
1001

DO NOT SIGN / WRITE / STAMP BELOW THIS LINE

1001

The following security features (and others not listed) exceed industry standards:

Security Features

Security Screen

Microprint Signature Line

Chemical Sanitizing

Product Icon

Document appearance if altered:

- Absence of modification of "Original Document" screen on back of check
- Document of no value after voiding time
- Absence of "VOID" or "VOIDED" time
- Colorful stains or spots appear with
- Absence of Product Icon

90 dollar deposit is a certification mark of Cash Payment System Association

**R/T Number** 12210527  
**Sequence Number** 7134520420  
**Account Number** [REDACTED] 4421

Processing Date	20070823
Amount	5000.00
Check Number	-

ACC003417  
FILE #8228



1 misstatement to any particular buyer.<sup>147</sup>

2 Here, Mr. Rehberg represented himself to investors by the name Shawn Pierce.<sup>148</sup> The  
3 subscription agreements sent to investors had a footer stating "Copyright 2007 S. Pierce, All Rights  
4 Reserved."<sup>149</sup> Mr. Rehberg hid his true identity and prior illicit activity from potential investors. We  
5 find that a reasonable buyer would have found this information material when considering investing  
6 in SEED.<sup>150</sup> Respondent Rehberg violated A.R.S. § 44-1991(A)(2) by concealing his identity and  
7 history from potential investors.

8 The Division further contends that Respondents SEED and Simonson also violated A.R.S. §  
9 44-1991(A)(2) by failing to disclose Mr. Rehberg's true identity and prior illegal conduct.<sup>151</sup> The  
10 evidence of record established that Respondent Simonson had no knowledge of Mr. Rehberg's true  
11 identity and prior illicit activity until after Rehberg's arrest.<sup>152</sup> Following Mr. Rehberg's arrest, Mr.  
12 Simonson sought the advice of legal counsel and disclosed Rehberg's identity to SEED investors.<sup>153</sup>

13 The record establishes that Respondent Simonson, like the SEED investors, was deceived by  
14 Mr. Rehberg's misrepresentation of his identity and nondisclosure of his prior illicit activity.  
15 However, scienter is not a requirement in a civil violation of A.R.S. § 44-1991(A)(2).<sup>154</sup> Instead,  
16 A.R.S. § 44-1991(A)(2) imposes an affirmative duty not to mislead.<sup>155</sup> The failure of Respondents  
17 SEED and Simonson to disclose Mr. Rehberg's past when the offers were made constituted a  
18 violation of A.R.S. § 44-1991(A)(2).

19  
20 <sup>147</sup> *Id.*

21 <sup>148</sup> Tr. at 50, 102, 168-169.

22 <sup>149</sup> Tr. at 53; Exhs. S-20, S-29-S-47, S-49, S-51, S-53-S-55, S-58-S-64, S-67, S-68, S-71-S-74, S-76-S-79.

23 <sup>150</sup> Indeed, investor Susan Sica testified that she would not have invested in SEED had she known of Rehberg's past (Tr. at 50).

24 <sup>151</sup> We note that the Notice specifically names only one Respondent, Mr. Rehberg, under the violation of A.R.S. § 44-1991. Notice at 10. In his opening statement at the hearing, counsel for the Division expressly stated that there was a "fraudulent failure of SEED Corporation and its officers to warn investors" about Mr. Rehberg. Tr. at 16. The Simonsons raised questions regarding documents and subpoenas, but the Simonsons did not request a continuance for any reason even though the Administrative Law Judge suggested something could be arranged if they needed additional time to bring in a witness. Tr. at 20-41. Randall Simonson further acknowledged his awareness that the Division was alleging that he committed fraud. Tr. at 39. As such, we find the Respondents received due process allowing substantive consideration of the allegation of fraud.

25 <sup>152</sup> Tr. at 168-169; Exh. S-5 at 35-36.

26 <sup>153</sup> Tr. at 157-158; Exh. S-9 at ACC002084.

27 <sup>154</sup> *State v. Gunnison*, 127 Ariz. 110, 113, 618 P.2d 604, 607 (1980).

28 <sup>155</sup> *Aaron v. Fromkin*, 196 Ariz. 224, 227, 994 P.2d 1039, 1042 (App. 2000).